



RECORDATION NO. 17781-8 FILED

JAN 19 '99

12-55 PM

January 5, 1999

Secretary, Surface Transportation Board
1925 K. Street Northwest, Suite 700
Washington, D.C. 20423

Dear Secretary:

I have enclosed an original and one certified copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code.

This document is a secondary document, Rider No. 13 to Master Agreement No. ITG-2363, dated the 25th day of September, 1998.

The primary document to which this secondary document is connected is recorded under Recordation No. 17781.

We request that this document be cross-indexed.

The names and addresses of the parties to the documents are as follows:

Lessor: ITG, Inc.
106 North Main
Victoria, Texas 77901

Lessee: Holly Sugar Corporation
P.O. Box 1052
Colorado Springs, Colorado 80901

A description of the equipment covered by the document is as follows: 102 100-ton railway cars, as more particularly described on the list attached hereto as Exhibit A.

A fee of \$26.00 is enclosed. Please return the original and any extra copies not needed by the board for recordation to Craig G. Friemel at First Victoria National Bank, P. O. Box 1338, Victoria, Texas 77902.

Secretary, Surface Transportation Board

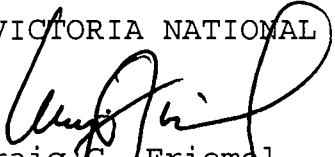
Page 2

~~December~~-----1998
January 5, 1999

A short summary of the document to appear in the index follows:
Rider No. 13 to Railroad Car Lease Agreement between ITG, Inc., 106
North Main, Victoria, Texas 77902, and Holly Sugar Corporation,
P.O. Box 1052, Colorado Springs, Colorado 80901, dated September
25, 1998, and covering 102 100-ton railway cars, initial numbers
10100 through 10196, excluding 10116 and 10129, and 10500 through
10506.

Very truly yours,

FIRST VICTORIA NATIONAL BANK


By: Craig G. Friemel
Its Senior Vice President

THE STATE OF TEXAS §

COUNTY OF VICTORIA §

This instrument was acknowledged before me on January 5,
1999, by Craig G. Friemel, as Senior Vice President of First
Victoria National Bank, on behalf of said corporation.



Notary Public, State of Texas

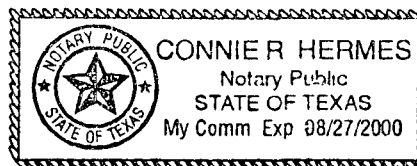


EXHIBIT A

1. Ninety-five (95) cars as follows:

Car Initial Numbers:	10100 through 10196, excluding 10116 and 10129
Car Series Marks:	ITGX
Class of Cars:	HTS/K340
Number of Cars:	Ninety-five (95)
Capacity of Cars:	100-ton capacity, 4000 cubic feet

2. Seven (7) cars as follows:

Car Initial Numbers:	10500 through 10506
Car Series Marks:	ITGX
Class of Cars:	HT/H350
Number of Cars:	Seven (7)
Capacity of Cars:	100-ton capacity, 4000 cubic feet

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

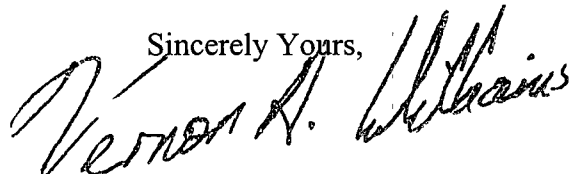
OFFICE OF THE SECRETARY

Craig G. Friemel
First Victoria National Bank
P. O. Box 1338
Victoria, Texas 77902

Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.
11301 and CFR 1177.3 (c), on 1/19/99 at 12:55 PM, and
assigned recordation numbers (s): 21982, 17781-J and 17781-K.

Sincerely Yours,



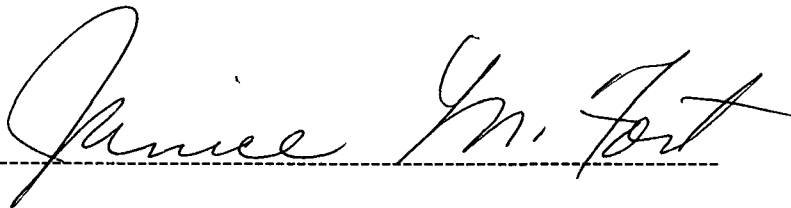
Vernon A. Williams

Enclosure(s)

78.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature-----



RIDER NO. 13

RECORDATION NO. 17781-9 FILED

EXTENSION FOUR

JAN 19 '99

12-55 PM

To Master Agreement No. ITG-2363

It is hereby agreed that effective September 25, 1998, Lessee has optioned to extend Riders 06, 07, 08, 09, and 10 of this lease for a three-year (3-year) period. The thirty-six month extension period becomes effective October 1, 1998 and terminates September 30, 2001. This extension will be governed by all conditions of Lease ITG-2363, dated February 7, 1992 and associated Riders. The Lessee retains the option of future renewals at the rental values stipulated herein.

EXTENSION RENTALS

October 1, 1998 thru September 30, 2001 \$300.00 per car per month
Cars: ITGX 10100 thru 10196 excluding 10116 and 10129 - - 95 cars
ITGX 10500 thru 10506 - - 7 cars

(Corporate Seal)

ATTEST.

ITG, INC.

By: Conner P. Smith
Its: Secretary

By: Michael S. Smith
Its: President

(Corporate Seal)

HOLLY SUGAR CORPORATION

ATTEST.

By: Betsy K. Kinde
Its: _____

By: John A. Hobbs
Its: Director Western Transp

THE STATE OF TEXAS

§

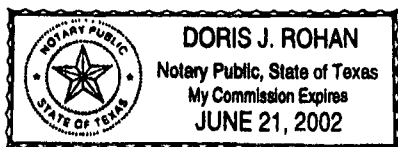
COUNTY OF VICTORIA

§

KNOW ALL MEN BY THESE PRESENTS:

I, the undersigned Notary Public, hereby certify that the attached and foregoing page is a true, correct and authentic copy of the original Rider No. 13, Extension Four to Master Agreement No. ITG-2363.

SIGNED the 6th day of January, 1999.



Doris J. Rohan
Notary Public in and for the
State of Texas

Doris J. Rohan

6